

**CONDITIONS VOLUNTARILY PROFFERED FOR THE RECLASSIFICATION OF  
PROPERTY IDENTIFIED AS TAX PARCELS 15-(2)-C, 15-(2)-D, 15-7, 15-6-A, 15-4B,  
AND A PORTION OF 15-4A.**

THESE PROFFERED CONDITIONS are made this 3<sup>rd</sup> day of March, 2005 by  
**REVOCOR CORPORATION, N.V.**, a Netherlands Antilles corporation, and  
**WILLIAMSBURG COUNTRY CLUB, INCORPORATED**, a Virginia corporation (together  
with their respective successors in title and assigns, the "Owner").

**RECITALS**

A. Revocor Corporation, N.V. is the owner of six parcels of land located in York  
County, Virginia, with the addresses, Tax Parcel and GPIN numbers being set forth on Exhibit A  
and being more particularly described on Exhibit A hereto (the "Revocor Property").

B. Williamsburg Country Club, Incorporated is the owner of a tract or parcel of land  
located in York County, Virginia, with an address of 1801 Merrimac Trail and being Tax Parcel  
15-4A, GPIN H12B-3671-2710 and with the portion thereof being subject to rezoning and these  
Proffered Conditions being more particularly described on Exhibit B hereto (the "Club  
Property").

C. Landmark Building & Development of North Carolina, LLC ("Landmark") has  
contracted to purchase the Revocor Property and the Club Property conditioned upon the  
rezoning of the Property

D. The Revocor Property is now zoned LB and GB. The Club Property is now zoned  
RC. The Revocor Property and the Club Property are hereinafter called the "Property".  
Landmark, with the consent of Revocor Corporation, N.V. and Williamsburg Country Club,

Incorporated, has applied to rezone the Property from LB, GB and RC to EO, with proffers.

E. Landmark has submitted to the County a plan entitled "Master Plan" prepared by AES Consulting Engineers dated February 1, 2005 (the "Plan") for the Property

F. Owners desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned EO.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2297 of the Code of Virginia, 1950, as amended, and Section 24.1-114 of the County Zoning Ordinance, Owner hereby proffers that the development of the Property shall be in strict accordance with the conditions set forth below. If the requested rezoning is not granted by the County, these Proffered Conditions shall be null and void.

#### CONDITIONS

1. **Master Plan.** The Property shall be developed generally in accordance with the Plan, including the architectural renderings, with only minor changes thereto that the Zoning Administrator determines do not change the basic concept or character of the development.

2. **Uses.** (a) The following uses, otherwise permitted by right in the EO zoning district, shall **not** be permitted on the Property:

Plant Nursery or Greenhouse

Wholesale

Retail

Animal Hospital Vet Clinic, Commercial Kennel

Without outside runs

Commercial Orchard or Vineyard

Medical Care Facility, including General Care Hospital, Trauma Center

Park or Recreation Facilities (Civic or Semi-Public), excluding golf courses

Theater - Indoor

Health, Exercise, Fitness Centers Including Swimming and Racquet Sports

Indoor and Outdoor

Bowling Alley

Indoor Family Amusement Center  
 Skating Rink  
 Appliance Sales  
 Grocery Store  
 Household Furnishings, Furniture  
 Drug Store  
 Radio and TV Sales  
 Toy Store  
 Bait, Tackle/Marine Supplies Including Incidental Grocery  
 Fish, Seafood Store  
 Department, Variety, Discount Store  
 Home Improvement Center  
 Funeral Home  
     File Processing Lab  
 Household Items Repair  
 Tool, Household Equipment, Lawn & Garden Equipment, Rental Establish  
 Industrial Park  
 Wholesale Trade Establishment (May Include accessory retail sales)  
     Without outdoor storage  
 Laboratories, Research/Development Testing Facilities  
 Publishing, Printing, other than general public business/professional services  
 Computer and Technology Development and Assembly  
 Manufacture or Assembly of Electronic Instruments, Components, Devices  
 Manufacture or Assembly of Medical, Drafting, Metering, Marine, Photographic, Mechanical  
     Instruments

Anything in this Section to the contrary notwithstanding, uses as Park or Recreation Facilities (Civic or Semi-Public), excluding golf courses, Theater - Indoor, Health, Exercise, Fitness Centers Including Swimming and Racquet Sports - Indoor and Outdoor, Bowling Alley, Indoor Family Amusement Center, Variety Store and Grocery Store shall be permitted on the Property if the Zoning Administrator determines the use is an accessory use to the primary use of the Property as a timeshare resort.

3. **Entrances/Turn Lanes.** There shall be no more than three entrances into the Property located generally as shown on the Plan. Left turn lanes from eastbound Route 143 into the Property at the eastern most and western most entrances with 200 feet of storage and 200 foot tapers for each turn lane shall be constructed. A 150 foot right turn lane from west bound Route 143 at the western most entrance into the Property and a continuous right turn lane from the I-64 off ramp onto Route 143 to the eastern most entrance shall be constructed. All turn lanes and

tapers shall be constructed in accordance with Virginia Department of Transportation standards

WITNESS the following signatures.

REVOCOR CORPORATION, N.V.

By: 

Title: PRESIDENT

WILLIAMSBURG COUNTRY CLUB,  
INCORPORATED

By: 

Title: PRESIDENT

STATE OF VIRGINIA AT LARGE  
~~CITY~~/COUNTY OF FAIRFAX, to-wit:

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of MARCH,  
2005, by CHARIS C. LAPAS, as PRESIDENT of Revocor Corporation,  
N.V. on behalf of the corporation.



  
NOTARY PUBLIC, Daniel P. Ludwig

My commission expires: 31<sup>st</sup> JANUARY 2007

STATE OF Virginia AT LARGE  
~~CITY~~/COUNTY OF York, to-wit:

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of March,  
2005, by Stanley P Gorski, as President of Williamsburg Country  
Club, Incorporated on behalf of the corporation.

  
NOTARY PUBLIC

My commission expires: 3/31/08

## EXHIBIT A

### Revocor Property

**Parcel 1: Address: 1827 Merrimac Trail, Tax Parcel: 15-(2)-C, GPIN:H12D-3733-1074**

ALL that certain tract, piece or parcel of land, situate, lying and being in York County, Virginia, containing 4.4603 acres, and designated as "Parcel "C", 4.4603 acres" on that certain plat entitled, "Plat of The Property of Pleasant View Investment Company, a Partnership, Parcel A, B, C, D York County, Virginia," made by Coenen & Associates, Engineers-Planners-Surveyors, 696 J. Clyde Morris Blvd., Newport News, Va., dated July 23, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Plat Book 8, at page 418.

BEING part of the same property conveyed to August Company by Pleasant View Investment Company by deed dated July 26, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Deed Book 258, at page 100.

**Parcel 2: Address: 1843 Merrimac Trail, Tax Parcel: 15-(2)-D, GPIN: I12C-0023-1654**

ALL that certain tract, piece or parcel of land, situate, lying and being in York County, Virginia, containing 38.2653 acres, and designated as "Parcel "D", 38.2653 acres" on that certain plat entitled, "Plat of The Property of Pleasant View Investment Company, a Partnership, Parcels A, B, C, D, York County, Virginia," made by Coenen & Associates, Engineers-Planners-Surveyors, 696 J. Clyde Morris Blvd, Newport News, Va., dated July 23, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Plat Book 8, at page 418.

BEING a part of the same property conveyed to August Company by Pleasant View Investment Company by deed dated July 26, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Deed Book 258, at page 100.

**Parcel 3: Address: 1873 Merrimac Trail, Tax Parcel: 15-7, GPIN: I12C-0061-1057**

ALL that certain piece or parcel of land situate, lying and being in Bruton District, York County, Virginia, containing 8.607 acres, as shown on that plat attached hereto and made a part hereof, entitled, "Plat of Part of Poney Point Tract, Standing in the name of Levinson Livestock Company, Inc.," dated March 1963 and made by Stephen Stephens, Certified Land Surveyor.

BEING the same property shown a plat of survey dated March 5, 1985 entitled, "Parcel of Land Containing: 8.3915 acres Being a Part of Poney Point Tract, Bruton District, County of York, Va.," attached hereto and incorporated herein.

Together with all and singular and the buildings and improvements thereon, rights and privileges, tenements, hereditaments, easements and appurtenances unto the said land belonging or in anywise appertaining.

Parcel 4: Address: 1931 Merrimac Trail, Tax Parcel: 15-6-A, GPIN: I12C-0536-0860

ALL those certain pieces, parcels or lots in Bruton Magisterial District, County of York, Virginia, and designated as Parcel "A" and Parcel "B", on that certain plat entitled, "PLAT OF THE PROPERTY OF MARIA S. SKILLMAN", dated 19 April 1985, made by Davis & Associates, a copy of which is hereby attached to and made a part of this deed, reference to which is hereby made for a more particular description.

Parcel 5: Address: 1763 Merrimac Trail, Tax Parcel: 15-4B, GPIN: H12D-2515-1568

ALL that certain tract, piece or parcel of land, situate, lying and being in York County, Virginia, containing 10.42 aces as shown on a certain plat entitled, "PLAT OF PROPERTY IN YORK CO., VA., TO BE CONVEYED TO HOTEL WARWICK CORPORATION, YORK CO., VA.," dated Nov. 21, 1961, made by David G. Cutler, Certified Land Surveyor, copy of which said plat is attached to a certain deed dated Nov. 24, 1961, from Pleasant View Corporation to Hotel Warwick Corporation, which deed is recorded in the Circuit Court of York County, Virginia, in Deed Book 154, Page 488, to which specific reference is here made.

BEING the same property conveyed to the parties of the first part by W.L. Person, Jr., Trustee, by deed dated August 6, 1970, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Deed Book 228, at page 352.

Parcel 6: Address: 1751 Merrimac Trail, Tax Parcel: 15-(2)-B; GPIN: H12D-3064-1241

ALL that certain tract, piece or parcel of land, situate, lying and being in York County, Virginia, containing 2.3268 acres and designated as "Parcel "B", 2.3268 acres" as shown on that certain plat entitled, "Plat of the Property of Pleasant View Investment Company, a Partnership, Parcels A, B, C, D, York County, Virginia, made by Coenen & Associates, Engineers-Planners-Surveyors, 696 J. Clyde Morris Blvd. - Newport News, Va., dated July 23, 1973, and recorded in the Clerk's Office of the Circuit Court or York County, Virginia, in Plat Book 8, at page 418.

BEING a part of the property conveyed to August Company by Pleasant View Investment Company by deed dated July 26, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Deed Book 258, at page 100.

## **EXHIBIT B**

### **Club Property**

#### **PARCEL**

All of that certain parcel of land situated on Merrimac Trail and located within York County, Virginia and more fully described as: Beginning at a point, said point being a corner to this parcel and on the line of Williamsburg Country Club; thence along a curve to the left, having a radius of 2,405.00', a chord bearing of S73°00'30"E, 160.18' and a length of 160.21' to a point; thence S74°55'00"E, a distance of 167.66' to a point; thence S15°05'00"W, a distance of 122.84' to a point; thence N74°55'00"W, a distance of 35.86' to a point; thence N67°57'36"W, a distance of 174.43' to a point; thence S18°54'00"W, a distance of 87.99' to a point; thence N71°06'03"W, a distance of 103.94' to a point; thence N21°50'51"W, a distance of 33.20' to a point; thence N18°54'00"E, a distance of 161.74' to the point of beginning and containing 1.08 acres+/-, more or less, all as shown on an exhibit by AES Consulting Engineers titled "Exhibit C Zoning Information Parkview" dated December 20, 2004.

#### **PARCEL 2**

All of that certain parcel of land situated on Merrimac Trail and located within York County, Virginia and more fully described as: Beginning at a point, said point being a corner to this parcel, Parcel "C" and being on the northerly right of way of Merrimac Trail; thence along said right of way, N74°55'00"W, a distance of 35.00' to a point; thence leaving the right of way of Merrimac Trail, N15°05'00"E, a distance of 300.00' to a point; thence S74°55'00"E, a distance of 35.00' to a point; thence S15°05'00"W, a distance of 300.00' to the point of beginning and containing 0.24 acres+/-, more or less, all as shown on an exhibit by AES Consulting Engineers titled "Exhibit C Zoning Information Parkview" dated December 20, 2004.

#### **PARCEL 3**

All of that certain parcel of land situated on Merrimac Trail and located within York County, Virginia and more fully described as: Beginning at a point, said point being a corner to this parcel, Parcel "D" and being on the northerly right of way of Merrimac Trail; thence along said right of way, N74°55'00"W, a distance of 100.00' to a point; thence leaving the right of way of Merrimac Trail, N22°10'00"E, a distance of 302.31' to a point; thence N76°04'42"E, a distance of 122.80' to a point; thence S22°10'00"W, a distance of 362.31' to the point of beginning and containing 0.76 acres+/-, more or less, all as shown on an exhibit by AES Consulting Engineers titled "Exhibit C Zoning Information Parkview" dated December 20, 2004.

#### **PARCEL 4**

All of that certain parcel of land situated on Merrimac Trail and located within York County, Virginia and more fully described as: Beginning at a point, said point being a corner to this parcel, Parcel "D" and Williamsburg Country Club; thence N74°55'00"W, a distance of 126.06' to a point; thence N15°05'00"E, a distance of 140.46' to a point; thence S74°55'00"E, a distance of 126.06' to a point; thence S15°05'00"W, a distance of 140.46' to the point of beginning and containing or 0.41 acres+/-, more or less, all as shown on an exhibit by AES Consulting Engineers titled "Exhibit C Zoning Information Parkview" dated December 20, 2004.